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Texas
5743A/5-8
5/26/83

ASSIGNMENT OF LEASE

KNOW THAT BALKHOUSE PROPERTIES CORP., a Tennessee corporation, having an office c/o Merrill Lynch Leasing Inc., One Liberty Plaza, 165 Broadway, New York, New York, 10080 ("Assignor"), in consideration of Ten Dollars (\$10.00) and for other good and valuable consideration paid by MALESE FOODS CORP., a Delaware corporation, having an office at 666 Old Country Road, Garden City, New York 11530 ("Assignee"), hereby assigns to the Assignee, a certain lease dated as of the date hereof, between BALKHOUSE ASSOCIATES, as lessor, and Assignor, as lessee, covering, among other things, certain premises more particularly described in Exhibit A annexed hereto, which lease is intended to be recorded immediately prior hereto in the real property records maintained by the county clerk of Hays County, Texas;

And the Assignee hereby assumes due performance of all of the terms and provisions of said lease on the lessee's part to be performed and observed thereunder from and after the date hereof.

This Assignment has been made with the consent of the holders of at least two-thirds of the outstanding stock of the Assignor entitled to vote thereon at a meeting duly called.

IN WITNESS WHEREOF, the Assignor has caused these presents to be duly executed as of this 1st day of June, 1983.

ATTEST:



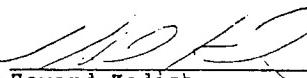
Alan Z. Scharf
Assistant Secretary

BALKHOUSE PROPERTIES CORP.

By: 

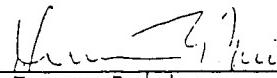
Frank P. Anello
Vice President

ATTEST:



Howard Kadish
Secretary

MALESE FOODS CORP.

By: 

Herman Brickner
Vice-President

TEXAS

STATE OF NEW YORK)
 : ss:
 COUNTY OF NEW YORK)

2/9 Before me, the undersigned authority, on this day of June, 1983, personally appeared Frank P. Anello and Alan Z. Scharf, the Vice President and Assistant Secretary, respectively, of BALKHOUSE PROPERTIES CORP., a Tennessee corporation, known to me to be the persons whose names are subscribed to the foregoing instrument and to me known to be such Vice President and Assistant Secretary of said corporation and acknowledged to me that they executed the foregoing instrument for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Name: Sherry L. Maldonado
 [Stamp]

[Raised Seal] SHERRY L. MALDONADO
 No. 24-4696015
 Notary Public, State of New York
 Qualified in Kings County
 Term Expires March 30, 1982

STATE OF NEW YORK)
 : ss:
 COUNTY OF NEW YORK)

Before me, the undersigned authority, on this *2/9* day of June, 1983, personally appeared Herman Brickney and Howard Kadish, the Vice-President and Secretary, respectively, of MALESE FOOD CORP., a Delaware corporation, known to me to be the persons whose names are subscribed to the foregoing instrument and to me known to be such Vice-President and Secretary of said corporation and acknowledged to me that they executed the foregoing instrument for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Name: Sherry L. Maldonado
 [Stamp]

[Raised Seal] SHERRY L. MALDONADO
 No. 24-4696015
 Notary Public, State of New York
 Qualified in Kings County
 Term Expires March 30, 1982

Drafted by and when recorded, return to:
 Steven D. Bloom, Esq.
 c/o Robinson, Silverman, Pearce,
 Aronsohn & Berman
 230 Park Avenue
 New York, New York 10169

EXHIBIT A

All that certain tract or parcel of land, lying and being situated in Hays County, Texas, and being Lot One (1), San Marcos Distribution Center, according to the map or plat thereof of record in Volume 2, page 272, Plat Records of Hays County, Texas.

ASSIGNMENT OF LEASE

KNOW THAT BALKHOUSE PROPERTIES CORP., a Tennessee corporation, having an office c/o Merrill Lynch Leasing Inc., One Liberty Plaza, 165 Broadway, New York, New York, 10080 ("Assignor"), in consideration of Ten Dollars (\$10.00) and for other good and valuable consideration paid by MALESE FOODS CORP., a Delaware corporation, having an office at 666 Old Country Road, Garden City, New York 11530 ("Assignee"), hereby assigns to the Assignee all of Assignor's right, title and interest in and to a certain lease dated as of the 1st day of April, 1983, between Assignor, as lessor, and THE KROGER CO., as lessee, covering premises more particularly described in Exhibit A annexed hereto, and the buildings thereon, which lease was recorded in volume 391, page 279 in the real property records maintained by the county clerk of Bays County, Texas.

And the Assignee hereby assumes due performance of all of the terms and provisions of said lease on the lessor's part to be performed and observed thereunder from and after the date hereof.

This Assignment has been made with the consent of the holders of at least two-thirds of the outstanding stock of the Assignor entitled to vote thereon at a meeting duly called.

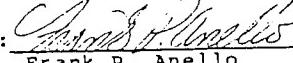
IN WITNESS WHEREOF, the Assignor has caused these
presents to be duly executed as of this 1st day of June,
1983.

ATTEST:



Alan Z. Scharf
Assistant Secretary

BALKHOUSE PROPERTIES CORP.

By: 

Frank P. Anello
Vice President

ATTEST:



Howard Kadish
Secretary

MALESE FOODS CORP.

By: 

Herman Brickner
Vice-President

TEXAS

STATE OF NEW YORK) : ss:
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Name: Sherry L. Maldonado
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Before me, the undersigned authority, on this 2nd day of June, 1983, personally appeared Herman Brickner and Howard Kadish, the Vice-President and Secretary, respectively, of MALESE FOODS CORP., a Delaware corporation, known to me to be the persons whose names are subscribed to the foregoing instrument and to me known to be such Vice-President and Secretary of said corporation and acknowledged to me that they executed the foregoing instrument for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Name: Sherry L. Maldonado
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